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Proposed Attorneys for Debtors
475 Park Avenue South, 18th Floor
New York, New York 10016
(212) 593-3000
Clifford A. Katz, Esq.*

*Hearing Date: July 18, 2018
Time: 2:00 p.m.
Objections Due: July 11, 2018
Time: 5:00 p.m.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

SASCO HILL BRANDS LLC *et al.*,

Case No. 18-11780 (MG)

Debtor.

(Jointly Administered)

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**NOTICE OF DEBTORS' MOTION FOR THE ENTRY OF: (I) AN ORDER
(A) ESTABLISHING BIDDING PROCEDURES FOR THE SALE OF ASSETS,
(B) APPROVING CERTAIN BID PROTECTIONS, (C) SCHEDULING AN AUCTION
AND SALE HEARING, AND (D) APPROVING THE FORM AND MANNER OF
NOTICE THEREOF; AND (II) AN ORDER AUTHORIZING AND APPROVING (A)
THE DEBTORS' ENTRY INTO A CERTAIN ASSET PURCHASE AGREEMENT,
(B) THE SALE OF ASSETS FREE AND CLEAR OF LIENS AND OTHER INTERESTS,
AND (C) ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY
CONTRACTS AND LEASES**

PLEASE TAKE NOTICE, that upon the motion (the "**Sale Motion**") of Sasco Hill Brands LLC ("**Sasco**") and Ghurka Brands Holdings LLC ("**Ghurka**"), the debtors and debtors in possession (collectively, the "**Debtors**"), in the above-captioned jointly administered cases (the "**Chapter 11 Cases**"), the undersigned shall move this Court before the Honorable Martin Glenn, United States Bankruptcy Judge, located at the United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004 on the **18th day of July, 2018 at 10:00 a.m.** (the "**Hearing Date**") or as soon thereafter as counsel can be heard, (a) authorizing and approving bidding procedures with stalking horse bid protections in connection

with the sale of the Acquired Assets¹, (b) approving the form and manner of notice of the Sale Hearing, (c) approving procedures for the assumption and assignment of Assumed Contracts and noticing of related cure amounts, and (d) scheduling an Auction and a Sale hearing and setting other related dates and deadlines all as further described in the Sale Motion; and

PLEASE TAKE FURTHER NOTICE, that any objection filed by the parties with legal representation shall be filed (a) (i) through the Bankruptcy Court's electronic filing system (in accordance with General Order M-399), which may be accessed through the Internet at the Bankruptcy court's website: www.nysb.uscourts.gov, using Netscape Navigator Software Version 3.0 or higher; and (ii) in portable document format (**PDF**) using Adobe Exchange software for conversion; or (b) if a party is unable to file electronically, such party shall submit the objection in PDF format on a diskette in an envelope with the case name, case number, type and title of document, document number of the document to which the objection refers, and the file name on the outside of the envelope; and submit same to the Bankruptcy Court's Clerk's Office. Additionally, a hard copy of the objection, whether filed pursuant to Section (a) or (b) as set forth in this paragraph shall be hand-delivered to the Chambers of the Honorable Martin Glenn, United States Bankruptcy Judge and to be received no later than **July 11, 2018 at 5:00 p.m.** by the following parties: Platzer, Swergold, Levine, Goldberg, Katz & Jaslow, LLP, counsel for the Debtors, 475 Park Avenue South, 18th Floor, New York, New York 10016, Attn: Clifford A. Katz, Esq.; Goulston & Storrs PC, counsel for the Purchaser, 885 Third Avenue, 18th Floor, New York, New York 10022, Attn: Peter Bilowz, Esq.; and upon the Office of the United

¹ Capitalized terms not otherwise defined herein shall have the same meaning ascribed to them in the Sale Motion.

States Trustee, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Serene Nakano, Esq.

PLEASE TAKE FURTHER NOTICE, that the Hearing Date to consider the Sale Motion may be adjourned from time to time without notice to the creditors, or other parties-in-interest, other than the announcement of the adjourned date or dates at the Hearing.

Dated: New York, New York
June 29, 2018

**PLATZER, SWERGOLD, LEVINE
GOLDBERG, KATZ & JASLOW, LLP**
Proposed Attorneys for the Debtors

By: /s/ Clifford A. Katz
CLIFFORD A. KATZ
A MEMBER OF THE FIRM
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